

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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IN RE AMERICAN INTERNATIONAL GROUP,  
INC. SECURITIES LITIGATION

This Document Relates To: All Actions

: ECF CASE

: Master File No. 04 Civ. 8141 (DAB) (AJP)

**ORDER APPROVING LEAD COUNSEL'S MOTION  
FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT  
OF EXPENSES AND LEAD PLAINTIFF'S REQUEST FOR REIMBURSEMENT OF  
EXPENSES IN CONNECTION WITH GENERAL REINSURANCE SETTLEMENT**

THIS MATTER having come before the Court on September 10, 2013, on the Motion of Labaton Sucharow LLP and Hahn Loeser & Parks LLP ("Lead Counsel"), for an award of attorneys' fees and reimbursement of expenses and Lead Plaintiff's request for reimbursement of expenses in connection with the settlement entered into with Defendant General Reinsurance Corporation ("Gen Re" and, together with former Gen Re CEO Ronald E. Ferguson and former Gen Re executives Richard Napier and John B. Houldsworth, the "Gen Re Defendants"), and the Court, having considered all papers filed and proceedings conducted herein and otherwise being fully informed in the premises and good cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. All capitalized terms not otherwise defined herein have the same meaning as that defined in the Agreement of Compromise and Settlement (the "Agreement"), dated February 24,

2009, previously submitted to the Court. This Court has jurisdiction over the subject matter of this application and all matters relating thereto.

2. Pursuant to and in compliance with Rules 23 and 54 of the Federal Rules of Civil Procedure, the Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are Settlement Class Members, advising them of the request for attorneys' fees and expenses, and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Settlement Class Members to be heard with respect to the motion.

3. Lead Counsel is entitled to a fee paid out of the common fund created for the benefit of the Settlement Class. *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478-79 (1980).

4. The Court hereby awards attorneys' fees of \$6.5 million to Lead Counsel to be paid from the Cash Settlement Account. Said fees shall be allocated among plaintiffs' counsel by Lead Counsel in a manner in which they believe reflects each counsel's contribution to the prosecution and resolution of the claims against the Gen Re Defendants.

5. The Court hereby awards Lead Counsel expenses of \$525,000 to be paid from the Cash Settlement Account.

6. The Court has also considered Lead Plaintiff's request for reimbursement of reasonable costs and expenses directly relating to the representation of the Settlement Class, pursuant to the Private Securities Litigation Reform Act ("PSLRA"), 15 U.S.C. §78u-4 (a)(4). The Court hereby awards the Ohio Public Employees Retirement System expenses of \$2,483 and the State Teachers Retirement System of Ohio expenses of \$2,402, both of which may be paid upon entry of this Order.

7. The awarded attorneys' fees and expenses shall be paid from the Cash Settlement Account immediately after this Order is entered subject to the terms, conditions, and obligations of the Agreement, which terms, conditions, and obligations are incorporated herein.

8. The Court retains continuing and exclusive jurisdiction over the Settlement, the administration and distribution of the Settlement and the attorneys' fee award and its payment.

IT IS SO ORDERED.

DATED:

September 11, 2013



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The Honorable Deborah A. Batts  
United States District Court for the  
Southern District of New York